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Attorneys for Plaintiff
 XOFT, INC.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION ***E-FILED - 8/14/07***

XOFT, INC., a Delaware corporation,

Plaintiff,

v.

CYTYC CORPORATION, a Delaware
 corporation, and PROXIMA
 THERAPEUTICS, INC., a Delaware
 corporation,

Defendants.

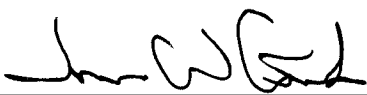
AND RELATED COUNTERCLAIMS.

Case No. C 05-05312 RMW

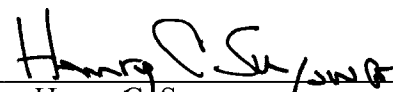
**STIPULATION AND ORDER FOR
 DISMISSAL WITH PREJUDICE**

1 IT IS HEREBY STIPULATED AND AGREED by and between the Parties through their
2 respective counsel, subject to the approval of the Court, that pursuant to the Parties' Settlement
3 Release and License Agreement, the above captioned action, including all claims and
4 counterclaims therein, is hereby dismissed with prejudice, all Parties to bear their own costs and
5 attorney fees.
6

7 ORRICK, HERRINGTON & SUTCLIFFE LLP HOWREY LLP

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9 By: 
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Attorneys for Defendants and
Counterclaimants
Cytoc Corporation and
Cytoc Surgical Products II, Inc.

20 IT IS SO ORDERED:

21 Dated: 8/14/07

22 
The Honorable Ronald M. Whyte

CERTIFICATE OF ELECTRONIC SERVICE

I hereby certify that on **August 14, 2007**, I electronically filed the foregoing document with the Clerk of the Court using the CM/ECF system, which will send electronic notification of such filing to the following individual(s):

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I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on **August 14, 2007**, at Irvine, California.

s/James W. Geriak

JAMES W. GERIAK